

Mary A. House (Virginia Bar No. 66613)
Catherine E. Creely (Virginia Bar No. 74796)
AKIN GUMP STRAUSS HAUER & FELD LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: 202.887.4000
Facsimile: 202.887.4288

Peter J. Gurfein
AKIN GUMP STRAUSS HAUER & FELD LLP
2029 Century Park East
Suite 2400
Los Angeles, CA 90067
Telephone: 310.229.1000
Facsimile: 310.229.1001

ATTORNEYS FOR CIM/BIRCH ST., INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

IN RE:	§	Chapter 11
	§	
CIRCUIT CITY STORES, INC. <i>et al.</i> ,	§	CASE NO. 08-35653-KRH
	§	
Debtors.	§	Jointly Administered

**CIM/BIRCH ST., INC.'S LIMITED OBJECTION TO DEBTORS' MOTION TO
APPROVE SALE OF ASSETS AND STATEMENT OF CURE
UNDER LEASE OF NON-RESIDENTIAL REAL PROPERTY**

CIM/Birch St., Inc. ("CIM"), by and through its counsel, Akin Gump Strauss Hauer & Feld LLP, hereby files this Limited Objection to Debtors' Motion to Approve Sale of Assets and Statement of Cure Under Lease of Non-Residential Real Property (the "Limited Objection and Statement"). In support of this Statement, CIM respectfully states as follows.

1. On November 10, 2008, the above-captioned debtors filed their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division.

2. CIM is the lessor and landlord of certain nonresidential real property located in Los Angeles, California (the "Leased Premises").

3. CIM and Circuit City Stores, West Coast, Inc., a debtor in the above-captioned bankruptcy cases (the "Debtor"), through their respective predecessors-in-interest, are parties to a lease dated October 27, 1978 (the "Lease"), pursuant to which CIM leases the Leased Premises to the Debtor.

STATEMENT OF CURE AMOUNT

4. This Limited Objection and Statement is filed pursuant to the Notice of Approval of Order (I) Approving Procedures in Connection with Sale of All or Substantially All of the Business (Docket No. 1454) to reflect the amount necessary to cure under Bankruptcy Code Sections 365(b)(1)(A) and (B) and 365(f)(2) in connection with any proposed assumption and assignment of the Lease.

5. The cure sum through January 15, 2009 totals \$238,035.25, representing (a) \$60,417.00 for unpaid rent for November 2008 and (b) \$177,618.25 for reconciliation charges for common area expenses and taxes.

6. CIM reserves the right to amend or modify this Statement, including the calculation of the cure sum.

ADEQUATE ASSURANCE OF FUTURE PERFORMANCE

7. Pursuant to the Bankruptcy Code, CIM is entitled to adequate assurance that the obligations under the Lease will be performed if the Court approves the assumption and assignment of the Lease:

If there has been a default in an executory contract or unexpired lease of the debtor, the trustee may not assume such contract or lease unless, at the time of assumption of such contract or lease, the trustee

--

(A) cures, or provides adequate assurance that the trustee will promptly cure, such default;

(B) compensates, or provides adequate assurance that the trustee will promptly compensate, a party other than the debtor to such contract or lease, for any actual pecuniary loss to such party resulting from such default; and

(C) provides adequate assurance of future performance under such contract or lease.

11 U.S.C. § 365(b)(1) (emphasis added).

8. As of the date hereof, the Debtor has not identified any purchaser of the Lease and has not provided CIM with any information relating to the ability of any potential purchasers to perform under the Lease. Accordingly, CIM hereby objects to the sale of the Lease to the extent that CIM is not provided such information and given reasonable time to consider the ability of any potential purchaser to perform under the Lease and reserves the right to object at that time.

Dated this 15th day of January, 2009.

Respectfully submitted,

AKIN GUMP STRAUSS HAUSER & FELD LLP

By: /s/ Mary A. House

Mary A. House (Virginia Bar No. 66613)
Catherine E. Creely (Virginia Bar No. 74796)
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 887-4000
Facsimile: (202) 887-4288

--and--

Peter J. Gurfein (*pro hac vice motion pending*)
2029 Century Park East
Suite 2400
Los Angeles, CA 90067
Telephone: 310.229.1000
Facsimile: 310.229.1001

ATTORNEYS FOR CIM/BIRCH ST., INC.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Limited Objection and Statement was filed and served as required by the Order Pursuant Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures on this the 15th day of January, 2009.

/s/ Mary A. House

Mary A. House